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Attorneys for Plaintiff
SUN OPTICS, INC.

UNITED STATES DISTRICT COURT FOR THE
DISTRICT OF DELAWARE

SUN OPTICS, INC., a Utah Corporation,

Plaintiff,

v.

FGX INTERNATIONAL, INC., a Delaware
Corporation,

Defendant.

Civil Action No. _ 1:07cv137-SLR_

**DECLARATION OF BRUCE RAILE
IN SUPPORT OF PLAINTIFF'S
SECOND MOTION FOR A
PRELIMINARY INJUNCTION**

Filed April 5, 2007

Bruce Raile, declarant herein, declares as follows:

1. I am a citizen of the United States, am over the age of 21, and am competent to testify to the matters set forth herein.
2. I am the President, CEO, and co-founder of Sun Optics, Inc. ("Sun Optics"), Plaintiff in the above-captioned matter.
3. Sun Optics uses counter-top displays that hold 30 pairs of reading glasses to market its Clear Tube products. A picture of such a 30-piece display used by Sun Optics for one

its customers is attached hereto as Exhibit A. This 30-piece display has five rows of reading glasses, each row having six pairs of reading glasses. Two of the five rows contain reading glasses in larger cases and three of the rows contain reading glasses in smaller cases.

4. In December of 2006, Sun Optics purchased several pairs of Foster Grant's Private Eyes reading glasses. A distributor of Foster Grant's products located in California shipped the purchased Private Eyes reading glasses to Sun Optics and included a brochure advertising Foster Grant's products. A true and correct copy of this brochure is attached hereto as Exhibit B.

5. Prior to Foster Grant's infringing activities, Sun Optics was working with the CVS chain of drugstores to sell Sun Optics's Clear Tube products to CVS. At that time, CVS carried products sold by Foster Grant and marketed in conventional displays. However, the communication lines between Sun Optics and CVS went cold after Foster Grant began marketing its products accused of infringing the '427, '180 and '730 patents. Sun Optics recently received information giving Sun Optics reason to believe that Foster Grant has secured a contract with CVS to sell its Private Eyes products to CVS. The loss of the CVS account another example of a retail customer that was interested in Sun Optics's Clear Tube merchandising program and products until the incumbent reading glass vendor, here Foster Grant, began offering similar infringing products. The loss of the CVS account, about 6,000 stores nationwide, is not only millions of dollars of lost sales to Sun Optics, but is also lost market share and lost exposure that can not be compensated adequately by a monetary award.

I have read the foregoing declaration and declare under penalties of perjury that the contents thereof are true and correct of my own personal knowledge.

Dated this 5th day of April, 2007.

A handwritten signature in black ink, appearing to be "J. S.", written over a horizontal line.

EXHIBIT A



EXHIBIT B

QUANTUM OPTICS

TOM CRITZ

Brand Representative

500 George Washington Highway

Smithfield, Rhode Island 02917

T 800 426 6396 F 714 898 1747

C 714 815 0518

tomcritz@socal.ir.com

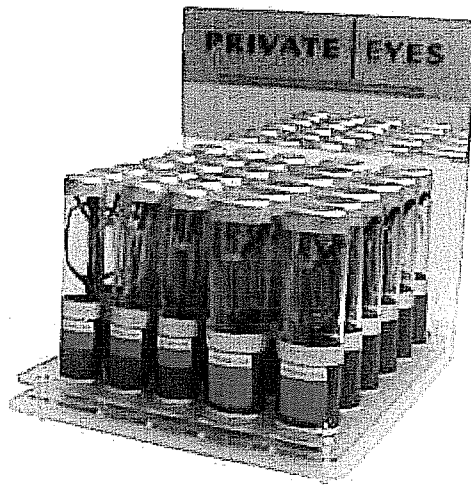
PRIVATE | EYES



THE PERFECT READER
FOR THE EYE CARE
PROFESSIONAL.

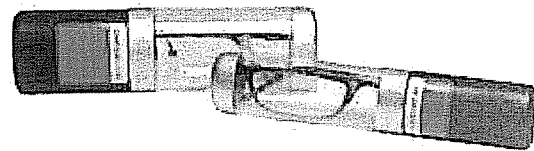
TUBE READERS

+2.00
+2.00
+1.75
+1.50
+1.25
+1.00

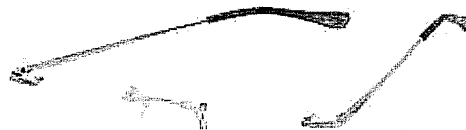


Program 2 Retail \$20.00

- AR coated lenses
- Optical spring hinge
- Soft comfort nose pads
- UV 360 lens
- Scratch resistant hard coat
- Tube case



Conservar



Stature



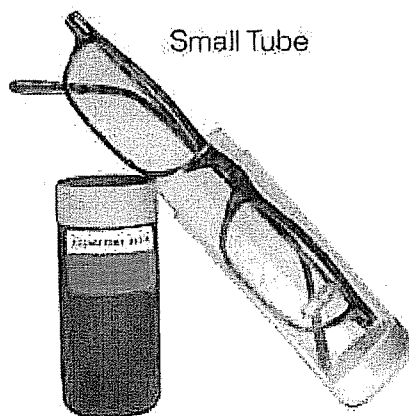
Reveal



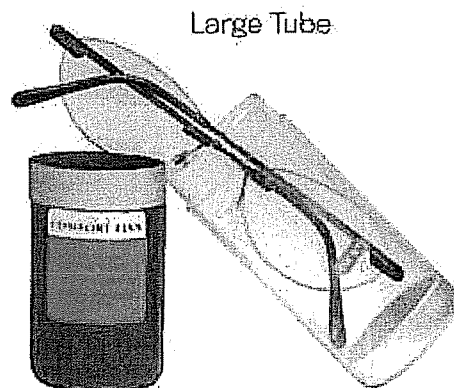
Silhouette



Magnum



Small Tube



Large Tube

TUBE READERS

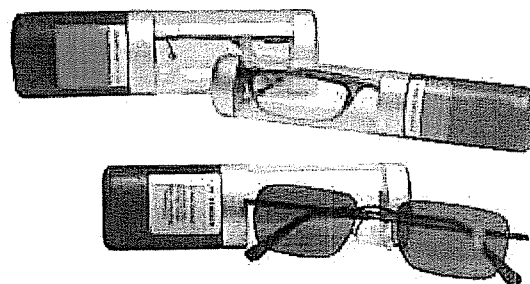
+2.00
+2.00
+1.75
+1.50
+1.25
+1.00



Program 3 Retail \$25.00

- AR Coated lenses
- UV 400 Tinted Bifocal Lens (hidden on back)*
- Soft comfort nose pads
- Scratch resistant hard coat
- Tube Case
- Optical Spring hinge

*On sunglass styles only



Observer



Stature



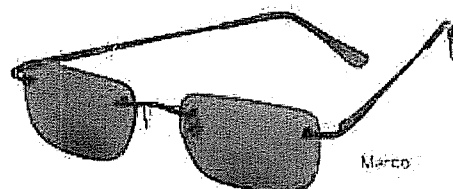
Revvo!



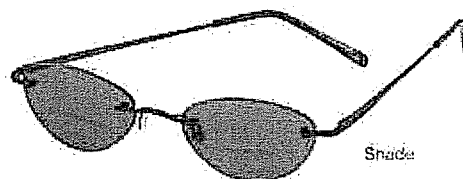
Silhouette



Magnum



Marco



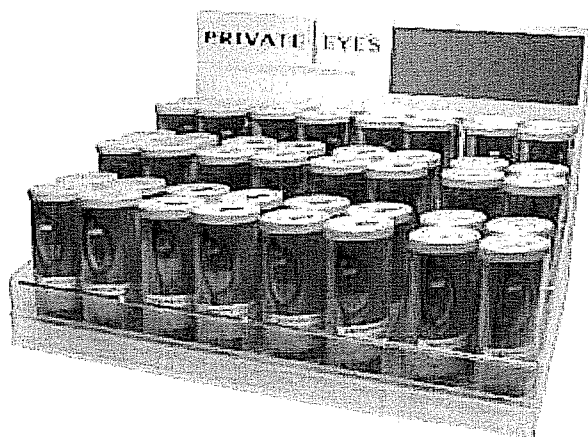
Shade

PROFITABLE - Give your practice a boost by capturing part of the booming Reader business, which now represents \$550 million in annual retail sales and roughly 38 millions units sold.

CONVENIENT - By offering Private Eyes reading glasses your patients can fulfill all of their vision needs without leaving your practice.

OPTICAL QUALITY - All Private Eyes reading glass lenses feature an Anti-Reflective coating to reduce bothersome glare and are packaged in a compact tube with a soft case for added protection when stored.

HAND CRAFTED READERS



Program 1 Retail \$35.00

- AR coated Lenses
- UV 360 lens
- Scratch resistant hard coat
- Tube Case
- Hand Crafted



HR2A



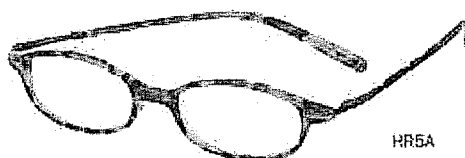
HR2C



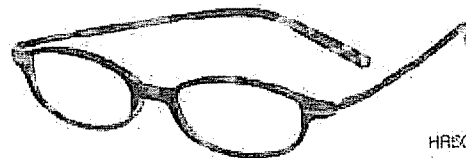
HR3B



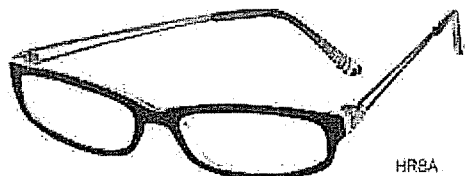
HR3C



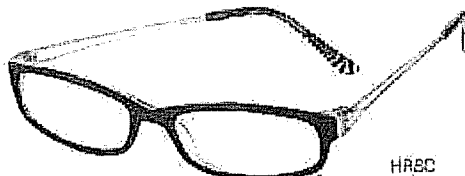
HR5A



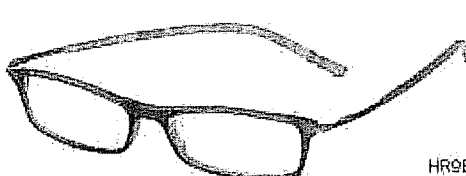
HR5C



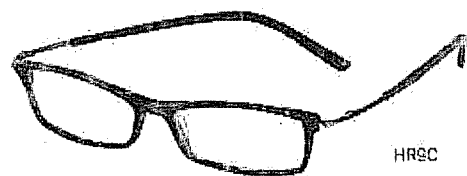
HR9A



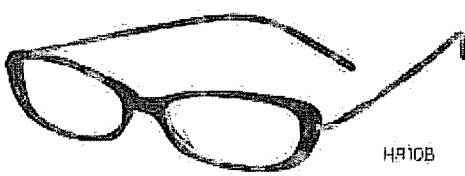
HR9C



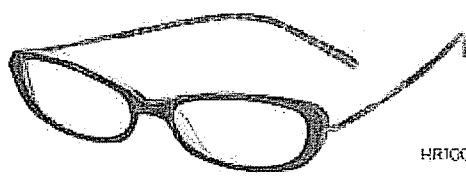
HR9B



HR10C



HR10B



HR10C